

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23369-B FILED
JUN 29 '01 3:47 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

June 29, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement Supplement, dated as of June 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement which was previously filed with the Board under Recordation Number 23369.

The names and addresses of the parties to the enclosed document are:

Secured Party: Export Development Corporation
151 O'Connor
Ottawa, Canada
K1A 1K3

Debtor: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Mr. Vernon A. Williams
June 29, 2001
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A description of the railroad equipment covered by the enclosed document is:

Seven hundred and forty-six (746) railcars: GTTX 997225 - GTTX 997499, TIPX 804400 - TIPX 804599, and DTTX 620360 - DTTX 620630, each inclusive.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement Supplement, dated as of June 29, 2001, between Export Development Corporation, Secured Party, and TTX Company, Debtor.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT dated as of
June 29, 2001, between

TTX Company, a Delaware corporation (hereinafter called the Debtor),
101 North Wacker Drive
Chicago, Illinois 60606, U.S.A., and

EXPORT DEVELOPMENT CORPORATION, a corporation established by an Act of
the Parliament of Canada (hereinafter called the Secured Party),
151 O'Connor Street
Ottawa K1A 1K3, Canada.

The Debtor and the Secured Party have entered into the Security Agreement dated as
of January 31, 2001, and a supplement thereto, pursuant to which the Debtor granted to the
Secured Party all of the Debtor's right, title and interest in certain railroad equipment. A
memorandum of said Security Agreement has been recorded with the United States Surface
Transportation Board on February 1, 2001, and assigned recordation number 23369.

The Debtor and the Secured Party are entering into another supplement, dated as of
June 29, 2001, to said Security Agreement, pursuant to which the Debtor grants to the
Secured Party all of the Debtor's right, title and interest in the property whether now existing
or hereafter arising or acquired, and wherever located as more particularly described in
Schedule 1 hereto, together with all substitutions, replacements, accessions and additions to
the foregoing property, and (notwithstanding that power of sale is limited by agreement)
whatever may be received upon sale, exchange or other disposition thereof including such
receipts and proceeds in whatever form, including without limitation trades, exchanges,
goods, money and all insurance proceeds payable by reason of loss of or damage to such
property but excluding car hire, lease payments and similar proceeds from the use of such
property by others.

The parties wish to show for the public record the security interest in the aforesaid
property in favor of the Secured Party, and accordingly have caused this memorandum to be
executed by their officers thereunto duly authorized, as of the date first above written.

TTX COMPANY,

by: Thomas D. Mason

EXPORT DEVELOPMENT CORPORATION,

by: Nicolas Desjardis

by: Michelle Aubin

RECORDATION NO. _____ FILED

JUN 29 '01

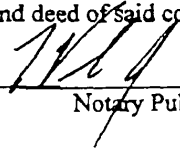
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SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

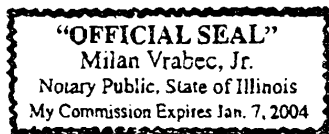
On this 26th day of June, 2001, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Vice President-Finance and Treasurer of TTX COMPANY, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

by:



Notary Public

My commission expires

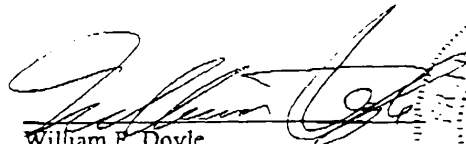



NOTARIAL CERTIFICATE OF AFFIDAVIT OF EXECUTION

I, William F. Doyle, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 151 O'Connor Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

1. the attached instrument was duly executed on behalf of Export Development Corporation by Nicolas Delisle, Financial Services Manager and Michelle Aubin, Financial Services Manager of the Export Development Corporation at 151 O'Connor Street, Ottawa, Ontario, Canada; and
2. I know the said Nicolas Delisle and Michelle Aubin personally and attest that Nicolas Delisle and Michelle Aubin are both Financial Services Managers of the Export Development Corporation and that the signature "Nicolas Delisle" on the instrument attached hereto is in the proper handwriting of Nicolas Delisle and that the signature "Michelle Aubin" on the instrument attached hereto is in the proper handwriting of Michelle Aubin and that Nicolas Delisle and Michelle Aubin are duly authorized to sign the attached instrument on behalf of the Corporation.

IN TESTIMONY of which I have subscribed my name and affixed my notarial seal at the City of Ottawa, Province of Ontario, this 29th day of June, 2001.


William F. Doyle
A Notary Public in and for the Province of Ontario
My commission does not expire



SCHEDULE 1

<u>Quantity</u>	<u>Description</u>	<u>Type</u>	<u>Road Numbers</u>
275	89' flatcar manufactured by Trenton Works Limited	GTTX	997225 - 997499
200	68' bulkhead flatcar manufactured by Trenton Works Limited	TTPX	804400 - 804599
271	Three-unit double-stack well car manufactured by National Steel Car Limited	DTTX	620360 - 620630

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Partial Release with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

Jun 29, '01



Robert W. Alvord